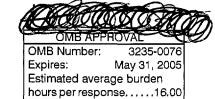
FORM D

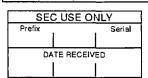
02047498

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D







Name of Offering ( check if this is an amendment and name has changed, and indicate change.)
Private Offering of up to 24 Units of Membership Interest in Hoggs in Cleveland, LLC
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: Amendment Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)
Hoggs in Cleveland, LLC
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
7100 North High Street, #206, Worthington, OH 43085 (614) 885-9129
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Telephone Vumber (Including Area Code)
Brief Description of Business
To construct and own a restaurant in Northeast Ohio under the name "Hoggy's Barn & Grille".
n.
Type of Business Organization    corporation
business trust limited partnership, to be formed limited liability company
Month Year PROCESSED
Actual or Estimated Date of Incorporation or Organization: 0[2] 0[2]   Actual   Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)  AUG 1 2 2002
GENERAL INSTRUCTIONS
THOMSON THOMSON
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et **EINANCELL 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.
ATTENTION —
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the
appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filling of a federal notice.

JV

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the i	ssuer.
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and	
• Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: 🔀 Promoter 🗌 Beneficial Owner 🛱 Executive Officer 🗍 Director 🔲 General and/or Managing Partner	
Full Name (Last name first, if individual)  Kennard M. Smith	
Business or Residence Address (Number and Street, City, State, Zip Code)	
7100 N. High Street, Suite 206, Worthington, OH 43085	
Check Box(es) that Apply: X Promoter Beneficial Owner X Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Mark G. Turner	
Business or Residence Address (Number and Street, City, State, Zip Code)	
7100 N. High Street, Suite 206, Worthington, OH 43085	
Check Box(es) that Apply: X Promoter Beneficial Owner X Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Timothy Huter	
Business or Residence Address (Number and Street, City, State, Zip Code)	
7100 N. High Street, Suite 206, Worthington, OH 43085	
Check Box(es) that Apply: 🙀 Promoter 🗌 Beneficial Owner 🙀 Executive Officer 🗍 Director 📋 General and/or Managing Partner	
Full Name (Last name first, if individual)	
John Smallridge, Jr.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
7100 N. High Street, Suite 206, Worthington, OH 43085	
Check Box(es) that Apply: X Promoter X Beneficial Owner Executive Officer Director X General and/or  Managing Partner	
Full Name (Last name first, if individual)	
MTV Management Company, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
7100 N. High Street, Suite 206, Worthington, OH 43085	—
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or  Managing Partner	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		nta		mount Already
	Type of Security	Offering l		7	Sold
	Debt	\$ <u>·</u>		\$_	
	Equity	\$		\$_	
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$		\$_	
	Partnership Interests Limited Liability	s		\$_	
	Limited Liability Other (Specify <u>Company Units</u> )	<u>\$ 600,0</u>	000_	\$_	600,000
	Total				600,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
		Numbe Investo	ors		Oollar Amount of Purchases
	Accredited Investors	-			50,000
	Non-accredited Investors	0-		\$	<del>-0-</del>
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.				
	Type of Offering	Type o Securit			Dollar Amount Sold
	Rule 505	N/A		\$	N/A
	Regulation A			\$	
	Rule 504			\$	
	Total			\$	
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$_	
	Printing and Engraving Costs			\$_	
	Legal Fees		X	\$_	10,000
	Accounting Fees			\$_	
	Engineering Fees	•••••		\$_	
	Sales Commissions (specify finders' fees separately)			\$_	
	Other Expenses (identify)			\$_	
	Total		X	\$_	590,000

		ETATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presentl provisions of such rule?	y subject to any of the disqualification Yes No
	See Apper	ndix, Column 5, for state response.
2.	<ol> <li>The undersigned issuer hereby undertakes to furnish D (17 CFR 239.500) at such times as required by s</li> </ol>	to any state administrator of any state in which this notice is filed a notice on Form state law.
3.	<ol> <li>The undersigned issuer hereby undertakes to furnis issuer to offerees.</li> </ol>	sh to the state administrators, upon written request, information furnished by the
4.	·	s familiar with the conditions that must be satisfied to be entitled to the Uniform which this notice is filed and understands that the issuer claiming the availability at these conditions have been satisfied.
	ssuer has read this notification and knows the contents to authorized person.	be true and has duly caused this notice to be signed on its behalf by the undersigned
`	r (Print or Type)  rggs in Cleveland, LLC	Date 7/29/02
Name (	e (Print or Type)	e (Print or Type)
Mor	rk C Turnor   D	maniform MINIVII AL

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX				
1	Intend to non-a investor	i to sell coredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State  (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No.		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			i						
AK									
AZ									
AR					·	,			
CA			*						
со									
CT									
DE									
DC					· · · · · · · · · · · · · · · · · · ·				
FL									
GA									
HI									
ID							· .		
IL									
IN									
IA					****				
KS									
KY									
LA				, , ,	•				
ME									
MD		·· = ··							
MA									
MI									
MN									
MS							:		

				APP	ENDIX					
1	Type of secular and aggreg to non-accredited investors in State (Part B-Item 1)  Type of secular and aggreg offering price offering price offered in state (Part C-Item)			Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
PR	2 3000									